

[Translation]  
May 14, 2021

To: Shareholders of Honda Motor Co., Ltd.  
From: Honda Motor Co., Ltd.  
1-1, Minami-Aoyama 2-chome,  
Minato-ku, Tokyo, 107-8556  
Toshihiro Mibe  
President and Representative Director

**Notice of Resolution by the Board of Directors  
Concerning Distribution of Surplus (Quarterly Dividends) and Notice Concerning  
Change of the Company's Profit Redistribution Policy**

The Board of Directors of Honda Motor Co., Ltd. (the "Company"), at its meeting held on May 14, 2021, resolved to make a distribution of surplus (quarterly dividends), the record date of which is March 31, 2021, and resolved that the Company will change its Profit Redistribution Policy as follows:

**Particulars**

1. Distribution of Surplus

(1) Details of Distribution of Surplus (Quarterly Dividends)

	Resolution	Previous Dividends Forecast (Announced on February 9, 2021)	Dividends Paid for the Corresponding Quarter in Fiscal 2020
Record Date	March 31, 2021	March 31, 2021	March 31, 2020
Dividends per Share of Common Stock (yen)	54	26	28
Total Amount of Dividends (million yen)	93,272	—	48,363
Effective Date	June 7, 2021	—	June 3, 2020
Source of Funds for Dividends	Retained Earnings	—	Retained Earnings

(2) Basis of the Distribution of Surplus

The Company considers the redistribution of profits to its shareholders to be one of its most important management issues, and makes distributions after taking into account, among others, its retained earnings for future growth and consolidated earnings performance based on a long-

term perspective. The Company resolved that a fiscal year-end quarterly dividend payment of ¥54 per share of common stock is to be paid considering its consolidated financial results for the fiscal year ending March 31, 2021.

Reference: Details of Annual Dividends

Record Date	Dividends per Share (yen)				
	End of First Quarter	End of Second Quarter	End of Third Quarter	Fiscal Year-end	Total
Dividends Paid in Fiscal 2021	11	19	26	54	110
Dividends Paid in Fiscal 2020	28	28	28	28	112

## 2. Change of the Company's Profit Redistribution Policy

The Board of Directors of the Company, at its meeting held on May 14, 2021, resolved that the Company will change its Profit Redistribution Policy on the condition of receiving approval regarding the necessary amendments to the Articles of Incorporation at the Ordinary General Meeting of Shareholders of the Company scheduled to be held in June 2021.

### (1) Details of Change of the Company's Profit Redistribution Policy (changes are underlined)

#### (i) Before Change

With respect to dividends, the present goal is to realize a return ratio (i.e. the ratio of the total of the dividend payment to consolidated profit for the year attributable to owners of the parent) of approximately 30%.

The Company's basic policy for dividends is to make quarterly distributions.

#### (ii) After Change

With respect to dividends, the Company will strive to pay stable and continuous dividends aiming at a consolidated dividend payout ratio of approximately 30%.

The Company's basic policy for dividends is to make semiannual distributions (an interim dividend and a year-end dividend).

### (2) Reason for Change of the Company's Profit Redistribution Policy

The Company has decided to change its Profit Redistribution Policy going forward in order to strive for more stable and continuous return of profit to our shareholders even amid the changing business environment, aiming at a consolidated dividend payout ratio of approximately 30%.